

WELLS FARGO LEASING CORPORATION

February 25, 1983

The Honorable Agatha L. Mergenovich
 Secretary
 Interstate Commerce Commission
 Washington, D.C. 20423

RECORDATION NO. 7780-A FILED 1425

FEB 28 1983 - 2 15 PM

INTERSTATE COMMERCE COMMISSION

Dear Madam Secretary:

On January 28, 1981, the corporate name of Wells Fargo Transport Leasing Corporation, a California corporation ("WFTLC"), was changed to Wells Fargo Capital Leasing Corporation ("WFCLC"). A certified copy of the Restated Articles of Incorporation effecting this change of name (among other changes) is attached hereto as Exhibit A.

On July 31, 1982, WFCLC was merged into its parent, Wells Fargo Leasing Corporation, also a California corporation ("WFLC"). A certified copy of the Certificate of Ownership effecting this merger is attached as Exhibit B. Upon the effectiveness of this merger and by operation of law, the separate existence of WFCLC ceased and WFLC succeeded to all the rights and property of WFCLC and became subject to all the debts and liabilities of WFCLC.

Exhibit C hereto sets forth the instruments filed and recorded with the Commission to which WFCLC (formerly WFTLC) is a party. We would appreciate your cross-referencing all of the filings set forth therein to indicate that WFLC is successor by merger to WFCLC (formerly WFTLC). Twelve copies of this letter and its exhibits are enclosed for filing with the Commission, so that one copy may be placed in each of the ten Commission files noted on Exhibit C and two copies may be returned to Mr. Charles T. Kappler of Alvord and Alvord, who will be filing this letter on our behalf.

Also enclosed is our check for \$100.00 in payment of the Commission's fee of \$10.00 for each cross-referencing.

Very truly yours,

WELLS FARGO LEASING CORPORATION

By

Robert F. Darling
 Robert F. Darling
 Senior Vice President,
 General Counsel and
 Assistant Secretary

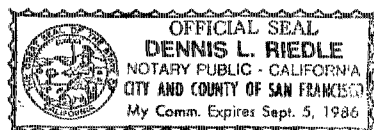
STATEMENT

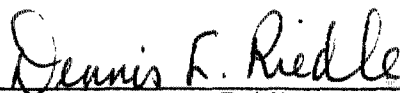
I, ROBERT F. DARLING, Senior Vice President, General Counsel and Secretary of Wells Fargo Capital Leasing Corporation, a California corporation, formerly known as Wells Fargo Transport Leasing Corporation, until July 31, 1982 when it was merged into Wells Fargo Leasing Corporation, a California corporation, of which I am now Senior Vice President, General Counsel and Assistant Secretary, am authorized to and do state that the facts set forth in my letter of February 25, 1983, to which this statement is attached, are true and correct.


Robert F. Darling

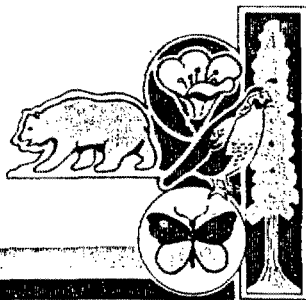
ACKNOWLEDGEMENT

On this 25th day of February, 1983, before me personally appeared Robert F. Darling, to me personally known, who, being by me duly sworn, says that he is Senior Vice President, General Counsel and Assistant Secretary of Wells Fargo Leasing Corporation and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.




Notary Public

(Notarial Seal)



State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

FEB 2 - 1981



March Fong Eu

Secretary of State

WELLS FARGO TRANSPORT LEASING CORPORATION

**ENDORSED
FILED**

In the office of the Secretary of State
of the State of California

JAN 28 1981

MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy

RESTATED
ARTICLES OF INCORPORATION

Theodore J. Rogenski and Robert F. Darling certify that:

1. They are the president and secretary, respectively, of WELLS FARGO TRANSPORT LEASING CORPORATION, a California corporation.
2. The articles of incorporation of this corporation are amended and restated to read as follows:

I

The name of this corporation is WELLS FARGO CAPITAL LEASING CORPORATION.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

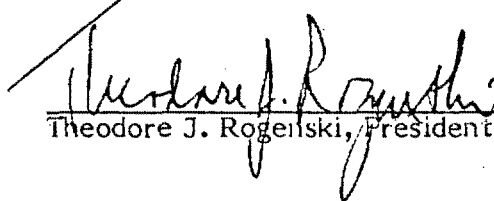
This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is two hundred thousand (200,000).

IV

This corporation elects to be governed by all of the provisions of the General Corporation Law effective January 1, 1977 not otherwise applicable to it under Chapter 23 thereof.

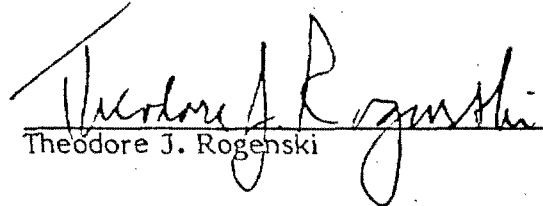
3. The foregoing amendment and restatement of articles of incorporation has been duly approved by the board of directors.

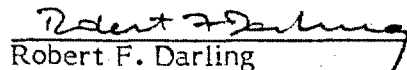
4. The foregoing amendment and restatement of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 30,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

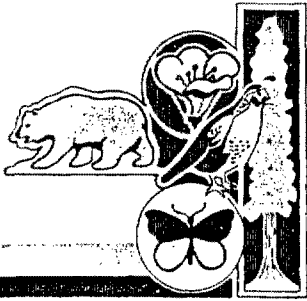

Theodore J. Rogenski, President


Robert F. Darling, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge. Executed at San Francisco, California, on January 23 , 1981.


Theodore J. Rogenski


Robert F. Darling



State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

AUG 2 1982



March Fong Eu

Secretary of State

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

JUL 31 1982

MARCH FONG EU, Secretary of State

By BILL HOLDEN
Deputy

CERTIFICATE OF OWNERSHIP

THEODORE J. ROGENSKI and ROBERT F. DARLING certify that:

1. They are the President and the Assistant Secretary, respectively, of WELLS FARGO LEASING CORPORATION, a California corporation.

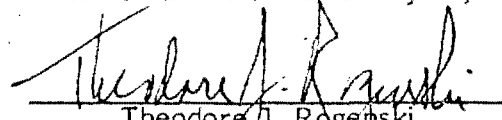
2. WELLS FARGO LEASING CORPORATION owns 100% of the outstanding shares of WELLS FARGO CAPITAL LEASING CORPORATION, a California corporation.


3. The Board of Directors of WELLS FARGO LEASING CORPORATION has adopted the following resolutions by unanimous written consent:

RESOLVED, that under Section 1110 of the California Corporations Code the Corporation merge WELLS FARGO CAPITAL LEASING CORPORATION into itself and assume all of the obligations of WELLS FARGO CAPITAL LEASING CORPORATION.

FURTHER RESOLVED, that the Chairman of the Board, the President, or any Senior Vice President, and the Secretary or any Assistant Secretary of the Corporation are authorized and directed to execute, verify (by their declaration under penalty of perjury or otherwise) and file at an appropriate time a Certificate of Ownership under Section 1110 of the California Corporations Code, and to take all other action considered necessary and proper to consummate the merger.

4. The effective date of the merger described above shall be July 31, 1982.


Theodore J. Rogenski
President


Robert F. Darling
Assistant Secretary

Each of the undersigned declares under the penalty of perjury that the statements in the above Certificate are true of his or her own knowledge, and that this declaration was executed on July 22, 1982 at San Francisco, California.

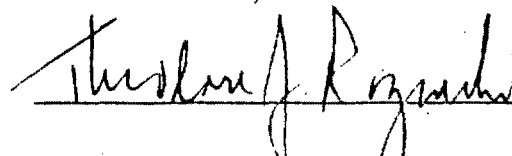
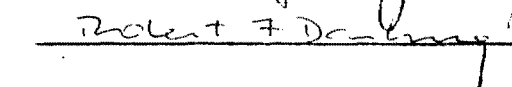



EXHIBIT C

LEVERAGED LEASE OF RAILROAD EQUIPMENT

LESSEE: Chicago And Illinois Western Railroad

LEASE NO. 3500428

LESSOR: Wells Fargo Transport Leasing Corporation

TITLE AND DATE OF RECORDED
DOCUMENTS

Lease of Railroad Equipment
dated October 24, 1975, be-
tween Hartford National Bank
and Trust Company as Trustee for
Wells Fargo Transport Leasing
Corporation and Chicago and
Illinois Western Railroad

DATE AND TIME OF FILING WITH ICC
ICC RECORDATION NO.

October 23, 1975 1:30 p.m.
#8088

LEASE OF RAILROAD EQUIPMENT

LESSEE: GREEN BAY & WESTERN RAILROAD COMPANY

LEASE NO. 3500014

LESSOR: WELLS FARGO TRANSPORT LEASING CORPORATION

TITLE AND DATE OF RECORDED
DOCUMENTS

Equipment Lease Agreement
dated January 17, 1975,
between Wells Fargo Transport
Leasing Corporation and Green
Bay and Western Railroad Company.

DATE AND TIME OF FILING WITH ICC
ICC RECORDATION NO.

January 20, 1975, 3:45 p.m.
#7780

LEVERAGED LEASE OF RAILROAD EQUIPMENT

LESSEE: Portland General Electric Company

LEASE NO. 3135100

LESSOR: Wells Fargo Transport Leasing Corporation

TITLE AND DATE OF RECORDED
DOCUMENTS

DATE AND TIME OF FILING WITH ICC
ICC RECORDATION NO.

Equipment Lease dated October
1, 1978, between WFTLC, Lessor,
and Portland General Electric
Company, Lessee

February 28, 1979 4:35 p.m.
#10163

Security Agreement - Trust
Deed dated October 1, 1978,
from WFTLC, Debtor, to The
Connecticut Bank and Trust
Company, Secured Party

February 28, 1979 4:35 p.m.
\$10163 A

LEVERAGED LEASE OF RAILROAD EQUIPMENT

LESSEE: Consumers Power Company

LEASE NO. 3143609

LESSOR: Wells Fargo Transport Leasing Corporation

TITLE AND DATE OF RECORDED
DOCUMENTS

DATE AND TIME OF FILING WITH ICC
ICC RECORDATION NO.

Security Agreement - Trust
Deed dated January 10, 1979,
from WFTLC, Debtor, to The
Connecticut Bank and Trust
Company and Donald E. Smith,
as Security Trustees, Secured
Party

July 9, 1979 11:45 a.m.
#10607

Equipment Lease dated January
10, 1979, between WFTLC,
Lessor, and Consumers Power
Company, Lessee

March 30, 1979 10:50 a.m.
#10240

Lease Supplement No. 1 dated
February 23, 1979, between
WFTLC, Lessor, and Consumers
Power Company, Lessee

March 30, 1979 10:50 a.m.
\$10240A

LEVERAGED LEASE OF RAILROAD EQUIPMENT

LESSEE: INDIANA FARM BUREAU COOPERATIVE ASSOCIATION, INC.

LESSOR: WELLS FARGO TRANSPORT LEASING CORPORATION

<u>TITLE AND DATE OF RECORDED DOCUMENTS</u>	<u>DATE AND TIME OF FILING WITH ICC ICC RECORDATION NO.</u>	
Equipment Lease dated as of March 15, 1979, between The Connecticut Bank & Trust Company as Lessor and Indiana Farm Bureau Cooperative Association, Inc. as Lessee	June 29, 1979 #10560	4:10 p.m.
Trust Indenture dated as of November 2, 1978 between The Connecticut Bank & Trust Company as Owner Trustee and First Security Bank of Utah, N.A. as Trustee	February 12, 1979 #10084-A	2:10 p.m.
Supplemental Indenture dated as of March 15, 1979, between The Connecticut Bank & Trust Company as Owner Trustee and First Security Bank of Utah, N.A. as Trustee	June 29, 1979 #10084-D	4:10 p.m.

LEVERAGED LEASE OF RAILROAD EQUIPMENT

LESSEE: THE PILLSBURY COMPANY

LEASE NO. 3506615

LESSOR: WELLS FARGO TRANSPORT LEASING CORPORATION

<u>TITLE AND DATE OF RECORDED DOCUMENTS</u>	<u>DATE AND TIME OF FILING WITH ICC ICC RECORDATION NO.</u>
Equipment Lease dated as of April 1, 1979 between First Security Bank of Utah, N.A. as as Lessor and The Pillsbury Company as Lessee	May 25, 1979 1:05 p.m. #10398
Trust Indenture dated as of October 31, 1978, between First Security Bank of Utah, N.A. as Owner Trustee and United States Trust Company of New York as Trustee	May 25, 1979 1:05 p.m. #10398-A
Supplemental Inenture dated as of April 1, 1979, between First Security Bank of Utah, N.A. as Owner Trustee and United States Trust Company of New York as Trustee	May 25, 1979 1:05 p.m. #10398-B

LEVERAGED LEASE OF RAILROAD EQUIPMENT

LESSEE: United States Rail Services, Inc.

LEASE NO. 3169505

LESSOR: Wells Fargo Capital Leasing Corporation

TITLE AND DATE OF RECORDED
DOCUMENTS

DATE AND TIME OF FILING WITH ICC
ICC RECORDATION NO.

Equipment Lease dated as of
July 1, 1981, between WFCLC
as Lessor and United States
Rail Services, Inc., as Lessee

July 31, 1981 12:20 p.m.
#13209

Agreement of Assignment and
Assumption dated as of July
8, 1981, among United States
Rail Services, Inc., United
States Lease Financing, Inc.,
and Corn Products, a unit of
CPC International, Inc.

July 31, 1981 12:20 p.m.
#13209 C

Statement of New Mark and Numbers

December 18, 1981 2:30 p.m.
#13209 D

Assignment of Lease and Security
Agreement dated December 15,
1981, executed by United States
Rail Services, Inc.

December 18, 1981 2:30 p.m.
#13209 E

Security Agreement dated as of
July 1, 1981, from WFCLC, Debtor,
to Chemical Business Credit Corp.,
Secured Party.

July 31, 1981 12:20 p.m.
#13210

Statement of New Mark and Numbers

December 18, 1981 2:30 p.m.
#13210 A

Assignment of Lease and Security
Agreement dated December 15, 1981,
executed by United States Rail
Services, Inc.

December 18, 1981 2:30 p.m.
13210 B